

# BY-LAWS

## COMMUNITY & PARENTS FOR PUBLIC SCHOOLS OF SEATTLE, INC.

Upon Motion duly made and seconded, and approved by unanimous vote of the Board of Directors and the general membership at a regular meeting on October 8, 2013, these are the by-laws of *COMMUNITY & PARENTS FOR PUBLIC SCHOOLS OF SEATTLE, INC.*, a non-profit corporation incorporated in Seattle, Washington on January 25, 2006.

This Chapter shall be a non-profit corporation within the meaning of the Revised Code of Washington (RCW) Chapter 24.03 (Washington Non-profit Corporation Act). This Chapter must at all times be a tax-exempt corporation within the meaning of Section 501 (c) (3) and 107 (c) (2) of the Internal Revenue Code.

### ARTICLE I. NAME

Section 1. The legal name of this organization shall be: "Parents for Public Schools of Seattle, Inc." In common usage the organization may be referred to as "*Community & Parents for Public Schools*" or "CPPS". Hereinafter in these Bylaws the organization is referred to as the "Chapter."

### ARTICLE II. PURPOSE

Section 1: As stated in its Articles of Incorporation, Parents for Public Schools<sup>®</sup>, of Seattle, Inc is organized as an affiliate member organization, or "Chapter" of Parents for Public Schools, Inc. This corporation is referred to in these by-laws as

the “chapter” or “this corporation”; and Parents for Public Schools, Inc. is referred to in these by-laws as the “national organization.”

Section 2: The purposes of the chapter are as follows:

- (i) to focus public attention on the positive attributes of a public school education.
- (ii) to encourage our community to support the public schools by sending their children to the public schools.
- (iii) to work to support and sustain our public schools
- (iv) to promote parents’ involvement in our public schools, and their children’s education.
- (v) to reaffirm and work to preserve the American tradition and ideal of free, open, non-discriminatory, publicly funded, democratically governed public schools.

Section 3: In furtherance of its purposes this corporation may from time to time, as a collateral purpose and activity, publicly endorse and support, or publicly disapprove and oppose, legislation and public referenda related to and affecting the public schools, or engage in any other lawful activities provided that participating in such activities does not jeopardize the tax exempt status of this corporation, and all steps necessary to preserve the organization’s tax exempt status are taken,

including but not limited to filing a Section 501(h) election with the Internal Revenue Service and complying with all related statutes and regulations.

Section 4. The corporation may receive and encourage private gifts and grants in furtherance of the above purposes.

### ARTICLE III.

#### RELATIONSHIP OF CHAPTER TO NATIONAL ORGANIZATION

Section 1. As a chapter of the national organization, this Chapter has the right to a ratifying vote on the election of officers of the national organization and on such other matters as may be submitted to the chapters by the board of the national organization.

Section 2. To the extent allowed by law, the Chapter, if it remains in good standing, has the right to rely on the Group Exemption letter that the national organization has received from the Internal Revenue Service and that allows the national organization to apply for tax exempt status on behalf of its member organizations. This corporation has the responsibility to assist the national organization in the application process by promptly providing necessary information, and other necessary assistance. Thereafter this corporation shall comply with all rules, regulations and procedures necessary to maintain such status.

Section 3. This Chapter, if it remains in good standing, has the right to be listed on the national organization's website, to access clearinghouse resources, use the corporate logos, and to receive the support and guidance from the staff of the national organization, all within the parameters and following such guidelines as may be established by the national board.

Section 4. This Chapter accepts the obligation to comply with the policies, procedures and other direction of the national organization as follows:

(i) In no event shall this Chapter endorse, support, or work on behalf of any candidate for public office. This section shall not be construed as precluding or discouraging individual members of the corporation from participating in such activities in their individual capacities or through other organizations.

(ii) This Chapter shall be responsible for forwarding the name of individual chapter members who support the corporation's purpose to the national organization at least annually.

(iii) This Chapter shall seek a diverse chapter membership which reflects a cross section of the community's public schools and work to promote and increase community-wide enrollment in the community's public schools.

(iv) This Chapter shall submit its Articles of Incorporation, Bylaws, Employer Identification Number (IRS SS-4 form included in the Chapter Manual), or other organizational instruments to the national organization within thirty days after the execution and/or adoption of such instruments. Such organizational instruments shall express substantially similar purposes and goals to those expressed in the Articles of Incorporation and Bylaws of the national organization, and no others, and shall provide for membership eligibility to all interested persons who support the corporation's purpose and whose names appear on the Chapter's membership roster.

(v) This Chapter shall retain original incorporated boundaries and name unless approval to change such boundaries and/or name is provided by a majority vote of the national organization's board of directors.

(vi) This Chapter's organizational instruments, including a signed Letter of Agreement, shall clearly evidence the member organization's agreement to abide by the national organization's Articles of Incorporation and bylaws and the

purposes and governing procedures otherwise set forth, including such amendments thereto which the national organization may from time to time adopt.

**(vii)** This Chapter agrees and acknowledges that the national organization shall have the right to review its minutes, files, books of account, fundraising efforts, advertising, public communications, use of its service mark (logo), documents pertaining to its tax exempt status, and any other aspects of this Chapter's activities, in order to determine its compliance with the national organization's Articles of Incorporation, and Bylaws.

**(viii)** Unless such annual fee is waived or adjusted by the national organization due to special circumstances in a given year, this Chapter will forward an annual chapter fee (national dues) to the national organization on or before December 31 of each year, in an amount not less than \$250 or such other amount as may be established by the national organization with the concurrence of the majority of the membership.

**(ix)** This Chapter agrees and acknowledges that it may be expelled upon a vote of a majority of the Board of Directors of the national organization for non-payment of dues, for non-compliance with the national organization's Articles of Incorporation and/or Bylaws, or policies adopted by the national board governing

membership, or as otherwise provided by the Mississippi Nonprofit Corporation Act.

(x) This Chapter is not intended to serve the same purpose and functions of Parent-Teacher Associations or Organizations and will not attempt to supplant the work of such organizations. This Chapter will encourage its members to actively participate in local Parent-Teacher organizations.

#### ARTICLE IV. OFFICES

Section 1: The principal office of this corporation is in Seattle, Washington.

Section 2: The registered office of the corporation required by the Nonprofit Corporation Act of Washington to be maintained in the State of Washington may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the board of directors of this corporation.

#### ARTICLE V. MEMBERSHIP

Section 1. Any person, who supports the purposes of this Chapter and Parents for Public Schools, Inc., shall be eligible for membership in this Chapter and in Parents for Public Schools, Inc. Recognizing that all citizens have an interest in

the strength and vitality of America's public schools, it shall not be a condition of membership that any person be a parent, nor shall it be a condition of membership that any parent who desires to be a member have children currently enrolled in public school.

Section 2. This Chapter shall seek a diverse chapter membership that reflects a cross section of the community's public schools.

Section 3. All members of the Chapter in good standing may vote. Good standing is defined as having paid the appropriate dues or given service in lieu of dues, and/or fulfilled other obligations in accordance with CPPS Policies and Procedures.

Section 4. Nondiscrimination and equal opportunity. Eligibility for membership in this Chapter shall be without regard to race, color, gender, sexual orientation, age, religious beliefs, national origin, or physical handicap. Furthermore, this Chapter shall not discriminate on the basis of race, color, gender, sexual orientation, age, religious beliefs, national origin or physical handicap, in any of its employment practices, activities, functions, operations, or policies.

## ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors of this Chapter shall consist of no less than five and no more than 15 natural persons. The Officers of the Chapter and the immediate past President shall serve as members of the Board upon their election to office. The Directors and Officers shall be elected by the membership of this Chapter at the Annual Meeting of this Chapter.

Section 2. Every candidate for Board of Directors shall be required to complete a conflict of interest statement. A “conflict of interest” includes anything that may bias an individual in serving in a decision-making capacity of this Chapter. Only candidates who complete this statement in its entirety may be certified to run for the Board of Directors.

Section 3. Directors shall serve for a term of two years. Directors shall be elected at the Annual Meeting.

Section 4. A nominating committee of at least three persons appointed by the president at least sixty (60) days before the annual membership meeting shall nominate directors. Additional nominations of Directors may be made from the floor at the Annual Meeting of the membership.

Section 5. The Board of Directors shall be empowered to do all things necessary and proper to accomplish the purposes of this Chapter. Without limiting the foregoing, the Board of Directors shall call regular and special meetings of the Board, plan the agenda, bring items of business before regular and special meetings of the membership, formulate the Chapter's budget, and authorize expenditures of funds.

Section 6. One more than half of the currently elected Directors shall constitute a quorum of the Board for purposes of conducting business at any regular or special meeting. The Board of Directors may transact items of business by execution of a written consent in lieu of a meeting.

Section 7. The Executive Committee of the Board shall consist of the President, Vice President, Secretary, Treasurer, and Past President. The Executive

Committee shall have authority to make and authorize expenditures of funds.

Section 8. In the event a Director or Officer resigns, dies, or becomes incapacitated the Board shall by majority vote elect another Director to fill the unexpired term.

## ARTICLE VII. OFFICERS

Section 1. The officers of this Chapter shall be the President, Vice President, Treasurer, and Secretary. The officers of this Chapter shall share duties as co-officers.

Section 2. A nominating committee of at least three persons appointed by the President at least sixty (60) days before the Annual Membership Meeting shall nominate officers. Additional nominations of officers may be made from the floor of the annual meeting.

Section 3. Officers shall be elected for a term of one year by a majority vote of the membership present in person or through delegates at the annual meeting.

## ARTICLE VIII. DUTIES OF OFFICERS

Section 1. President - to preside over and conduct meetings of the Board of Directors and the membership; to appoint committees; to serve as ex-officio member of each committee.

Section 2. Vice President - to perform the duties of the president in the absence of the president and to maintain compliance and communication with the national organization.

Section 3. Treasurer - to oversee and maintain the financial records and distribution of funds of the Chapter, and to report to the Board and the Chapter regarding all such matters.

Section 4. Secretary - to record attendance at all Board and membership meetings; to take minutes of all meetings and insure that the Chapter's minutes and official instruments and documents are in good order and safely maintained; to issue proper and timely notices of meetings of the Board of Directors, and of the annual meeting of the membership, including where necessary a description of the business to be conducted at such meetings.

#### ARTICLE IX. ADVISORY BOARD OF DIRECTORS

Section 1. An Advisory Board of Directors consisting of not more than 30 persons may be selected by the corporation's Board of Directors. The selection of each member of the Advisory Board must have the approval of two-thirds (2/3) of the Chapter's Board. The Advisory Board shall assist in policy development and fundraising, but it shall not be responsible for the day to day operations of the corporation.

#### ARTICLE X. MEETINGS

Section 1. Membership meetings of this Chapter shall be regularly scheduled and held at least annually. Special meetings may be called by the President, a majority vote of the Directors, the written petition of 10% of the members, or as otherwise provided by law. One third (1/3) of the membership must be present to transact business as to any matter not on the regular agenda. There shall not be voting by proxy at any meeting of the membership. The membership may take action on any

matter by means of written consent in lieu of a meeting signed by 80% of the membership.

Section 2. Matters on which a vote is taken shall be considered as approved if a majority of members attending the meeting votes for approval.

Section 3. An Annual Meeting of the membership of this Chapter shall be held on a date in Spring to be determined by the Board of Directors, and at a place to be determined by the Board. Members shall be notified in writing at least thirty days prior to the date of the meeting. Business to be conducted at the Annual Meeting of the membership shall include but not be limited to: election of members of the Board of Directors (for those Directorships whose terms expire at the close of the fiscal year in which the meeting occurs); election of officers; and approval of the coming year's budget.

Section 4. Any member may attend the Annual Meeting.

Section 5. This Chapter shall send delegates to the Annual Meeting of the membership of Parents for Public Schools, Inc., as provided in the Bylaws of that corporation.

Section 6. The record date of this Chapter shall be January 15.

## ARTICLE XI. PARLIAMENTARY PROCEDURE

Section 1. Robert's Rules of Order, as revised, shall govern the proceedings of meetings of this Chapter when not in conflict with these Bylaws.

## ARTICLE XII. FISCAL YEAR

Section 1. The fiscal year of the Chapter shall parallel the fiscal year of the national organization.

Section 2. The financial books of this Chapter shall be reviewed on an annual basis by an independent committee appointed by the Board and a report will be provided to members upon request.

## ARTICLE XIII. AMENDMENT OF CONSTITUTION AND BYLAWS

Section 1. These Bylaws may be amended by a vote of two-thirds of the Directors present in person or through delegates at any meeting of the Directors, provided however, that so long as this Chapter is a member organization in Parents for Public Schools, Inc., any amendments to the Bylaws of this Chapter shall be subject to the approval of Parents for Public Schools, Inc.